

## **Amendments to the claims**

This listing of the claims will replace all prior versions of the claims in this application.

### **Listing of Claims**

Claim 1 (Cancelled).

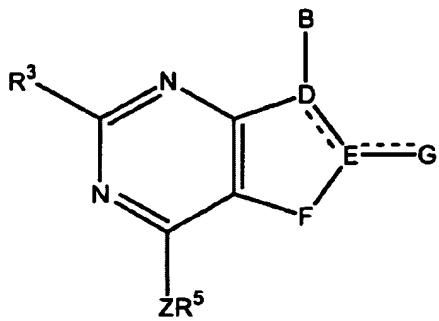
**Claim 2 (Previously amended)**

A compound according to claim 18 wherein R<sup>1</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl which may optionally be substituted with one hydroxy, fluoro, CF<sub>3</sub>, or C<sub>1</sub>-C<sub>4</sub> alkoxy group and may optionally contain one double or triple bond provided that at least two carbons are present in the C<sub>1</sub>-C<sub>6</sub> alkyl group; and R<sup>2</sup> is benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, which may optionally contain one double or triple bond provided that at least two carbons are present, where said C<sub>1</sub>-C<sub>6</sub> alkyl and the phenyl moiety of said benzyl may optionally be substituted with one fluoro CF<sub>3</sub>, or C<sub>1</sub>-C<sub>2</sub> alkyl, C<sub>1</sub>-C<sub>2</sub> alkoxy or chloro group.

**Claim 3 (Previously amended)**

A compound according to claim 18 wherein: R<sup>3</sup> is methyl, ethyl, chloro or methoxy; R<sup>4</sup> is methyl, ethyl, or trifluoromethyl; G is hydrogen, methyl, ethyl, or E=G is C=O or C=S and R<sup>5</sup> is phenyl, pyridyl, or pyrimidyl which is substituted with more than two substituents which are independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl and -O(C<sub>1</sub>-C<sub>4</sub> alkyl), (C<sub>1</sub>-C<sub>4</sub> alkyl)-O-(C<sub>1</sub>-C<sub>2</sub> alkyl), CF<sub>3</sub>, OCF<sub>3</sub>, -CHO, (C<sub>1</sub>-C<sub>4</sub> alkyl)-OH, CN, Cl, F, Br, I and NO<sub>2</sub>, wherein one of the carbon-carbon single bonds of each of the foregoing (C<sub>1</sub>-C<sub>4</sub>)alkyl, groups having at least two carbons may optionally be replaced by a carbon-carbon double or triple bond.

Claim 4 (Previously amended)	A compound according to claim 18 wherein A is N or A is CH or CCH <sub>3</sub> which may optionally be substituted by fluoro, chloro, CF <sub>3</sub> , C <sub>1</sub> -C <sub>4</sub> alkyl or C <sub>1</sub> -C <sub>4</sub> alkoxy.
Claim 5 (Cancelled)	
Claim 6 (Cancelled)	
Claim 7 (Cancelled)	
Claim 8 (Previously amended)	A compound according to claim 18 wherein F is NR <sup>4</sup> .
Claim 9 (Previously amended)	A compound as claimed in claim 18 wherein F is CHR <sup>4</sup> .
Claim 10 (previously amended)	A compound according to claim 18 wherein F is nitrogen and is double bonded to E.
Claim 11 (Cancelled)	
Claim 12 (Previously amended)	A compound according to claim 18 wherein E is carbon.
Claim 13 (previously amended)	A compound according to claim 18 wherein E is nitrogen.
Claim 14 (Previously amended)	A compound according to claim 18 wherein E is NR <sup>25</sup> and R <sup>25</sup> is hydrogen, C <sub>1</sub> -C <sub>4</sub> alkyl or -CF <sub>3</sub> ,
Claim 15 (Cancelled)	
Claim 16 (Cancelled)	
Claim 17 (Cancelled)	
Claim 18 (Presently amended).	A compound of the formula



wherein the dashed lines represent optional double bonds;

B is  $-NR^1R^2$ ,  $-CR^1R^2R^{10}$ ,  $-C(=CR^2R^{11})R^1$ ,  $-NHCR^1R^2R^{10}$ ,  $-OCR^1R^2R^{10}$ ,  $-SCR^1R^2R^{10}$ ,  $CR^2R^{10}NHR^1$ ,  $-CR^2R^{10}OR^1$ ,  $-CR^2R^{10}SR^1$  or  $-COR^2$ ;

E is nitrogen, CH or carbon;

D is nitrogen and is single bonded to all atoms to which it is attached, or D is carbon and is double bonded to E, or D is CH and is single bonded to E;

F is  $CHR^4$  or  $NR^4$ ; provided that either 1) exactly one of D or E is nitrogen and F is  $CHR^4$  or 2) F is  $NR^4$  and neither D nor E is nitrogen at least one of D and E is nitrogen or F is  $NR^4$ , and provided that only one of D and E is nitrogen and D and E are not nitrogen when F is  $NR^4$ ;

G, when single bonded to E is hydrogen,  $C_1$ - $C_4$  alkyl,  $-S(C_1$ - $C_4$  alkyl),  $-O(C_1$ - $C_4$  alkyl),  $NH_2$ ,  $-NH(C_1$ - $C_4$  alkyl) or  $-N(C_1$ - $C_2$  alkyl)( $C_1$ - $C_4$  alkyl) wherein each of the  $C_1$ - $C_4$  alkyl groups of G may optionally be substituted by one hydroxy,  $-O(C_1$ - $C_2$  alkyl) or fluoro group; and G when double bonded to E is oxygen, sulfur or NH; and G, when E is nitrogen and double bonded to D, is absent;

$R^1$  is hydrogen,  $C_1$ - $C_6$  alkyl optionally substituted with one or two substituents  $R^8$  independently selected from hydroxy, fluoro, chloro, bromo, iodo,  $C_1$ - $C_4$  alkoxy,  $CF_3$ ,  $-C(=O)O-(C_1$ - $C_4)$  alkyl,  $-OC(=O)(C_1$ - $C_4)$  alkyl,  $OC(=O)N(C_1$ - $C_4$  alkyl)( $C_1$ - $C_2$  alkyl),  $-NHCO(C_1$ - $C_4$  alkyl),  $-COOH$ ,  $-COO(C_1$ - $C_4$  alkyl),  $-CONH(C_1$ - $C_4$  alkyl),  $-CON(C_1$ - $C_4$  alkyl)( $C_1$ - $C_2$  alkyl),  $-S(C_1$ - $C_4$  alkyl),  $-CN$ ,  $NO_2$ ,  $-SO(C_1$ - $C_4$  alkyl),  $-SO_2(C_1$ - $C_4$  alkyl),  $-SO_2NH(C_1$ - $C_4$  alkyl),  $SO_2N(C_1$ - $C_4$  alkyl)( $C_1$ - $C_2$  alkyl), wherein a carbon-carbon single bond of each of the  $C_1$ - $C_4$  alkyl groups in the foregoing  $R^1$  groups having at least two carbons may optionally be replaced with a carbon-

carbon double or triple bond, and one or two carbon-carbon single bonds of each of the C<sub>1</sub>-C<sub>4</sub> alkyl groups in the foregoing R<sup>1</sup> groups having four carbon atoms may optionally be replaced with a carbon-carbon double or triple bond; R<sup>2</sup> is C<sub>1</sub>-C<sub>12</sub> alkyl wherein one carbon-carbon single bond of any said alkyl group having at least two carbons, one or two carbon-carbon single bonds of any alkyl having at least four carbons, and from one to three carbon-carbon single bonds of any said alkyl having at least six carbons may optionally be replaced with a carbon-carbon double or triple bond; or R<sup>2</sup> is aryl or (C<sub>1</sub>-C<sub>4</sub> alkylene)aryl, wherein said aryl and the aryl moiety of said (C<sub>1</sub>-C<sub>4</sub> alkylene)aryl is selected from phenyl, naphthyl, thiienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, pyrimidinyl, imidazolyl, furanyl, benzofuranyl, benzothiazolyl, isothiazolyl, pyrazolyl, pyrrolyl, indolyl, pyrrolopyridyl, oxazolyl and benzoxazolyl; or R<sup>2</sup> is C<sub>3</sub>-C<sub>8</sub> cycloalkyl or (C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), wherein one or two of the carbon atoms of said cycloalkyl and the 5 to 8 membered cycloalkyl moieties of said (C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl) may optionally and independently be replaced by an oxygen or sulfur atom or by NZ<sup>2</sup> wherein Z<sup>2</sup> is selected from hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl and C<sub>1</sub>-C<sub>4</sub> alkanoyl, and wherein each of the foregoing R<sup>2</sup> groups may optionally be substituted with from one to three substituents independently selected from chloro, fluoro, hydroxy and C<sub>1</sub>-C<sub>4</sub> alkyl, or with one substituent selected from bromo, iodo, C<sub>1</sub>-C<sub>6</sub> alkoxy, -OC(=O)(C<sub>1</sub>-C<sub>6</sub> alkyl), OC(=O)N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -S(C<sub>1</sub>-C<sub>6</sub> alkyl), amino, -NH(C<sub>1</sub>-C<sub>2</sub> alkyl), -N(C<sub>1</sub>-C<sub>2</sub> alkyl)(C<sub>1</sub>-C<sub>4</sub> alkyl), -N(C<sub>1</sub>-C<sub>4</sub> alkyl)-CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -NHCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -COOH, -COO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH(C<sub>1</sub>-C<sub>4</sub> alkyl), CON(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -SH, -CN, -NO<sub>2</sub>, -SO(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl);

-NR<sup>1</sup>R<sup>2</sup> or -CR<sup>1</sup>R<sup>2</sup>R<sup>10</sup> may form a saturated 3 to 8 membered ring consisting of single bonds wherein which may optionally contain from 1 to 3 double bonds, that in the case where said ring is -CR<sup>1</sup>R<sup>2</sup>R<sup>10</sup> it is carbocyclic, subject to the proviso that when said ring consisting of single bonds, wherein, has from 5 to 8 members, one or two of the ring carbon atoms of such a 5 to 8 membered ring may optionally and independently ~~be~~ replaced by an oxygen or sulfur atom or by NZ<sup>3</sup> wherein Z<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl and C<sub>1</sub>-C<sub>4</sub> alkanoyl, and wherein ~~from one to three of the single bonds of such a 3 to 8 membered ring that are carbon-carbon or carbon-nitrogen single bonds may each optionally be replaced by a double bond;~~

10 N

R<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, O(C<sub>1</sub>-C<sub>4</sub> alkyl), chloro, fluoro, bromo, iodo, -CN, -S(C<sub>1</sub>-C<sub>4</sub> alkyl) or -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl) wherein each of the (C<sub>1</sub>-C<sub>4</sub> alkyl) moieties in the foregoing R<sup>3</sup>

groups may optionally be substituted with one substituent R<sup>9</sup> selected from hydroxy, fluoro and (C<sub>1</sub>-C<sub>2</sub> alkoxy);

each of R<sup>4</sup> is, independently hydrogen, (C<sub>1</sub>-C<sub>6</sub> alkyl), fluoro, chloro, bromo, iodo, trifluoromethyl, hydroxy, cyano, amino, nitro, -O(C<sub>1</sub>-C<sub>4</sub> alkyl), N (C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -S(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(=O)H or C(=O)O (C<sub>1</sub>-C<sub>4</sub> alkyl), wherein one or two of the carbon-carbon single bonds in each of the (C<sub>1</sub>-C<sub>6</sub> alkyl) and (C<sub>1</sub>-C<sub>4</sub> alkyl) moieties in the foregoing R<sup>4</sup> groups may optionally be replaced with a carbon-carbon double or triple bond and wherein each of said (C<sub>1</sub>-C<sub>6</sub> alkyl) and (C<sub>1</sub>-C<sub>4</sub> alkyl) moieties may optionally be substituted with one or two substituents independently selected from hydroxy, amino, C<sub>1</sub>-C<sub>3</sub> alkoxy, dimethylamino, methylamino, ethylamino, -NHC(=O)CH<sub>3</sub>, fluoro, chloro, C<sub>1</sub>-C<sub>4</sub> alkylthio, -CN, -COOH, -C(=O)O(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(=O)(C<sub>1</sub>-C<sub>4</sub> alkyl) and NO<sub>2</sub>.

R<sup>5</sup> is phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, furanyl, benzofuranyl, benzothiazolyl, benzisothiazolyl, benzisoxazolyl, benzimidazolyl, indolyl, benzoxazolyl or C<sub>1</sub>-C<sub>8</sub> cycloalkyl wherein one or two of the carbon atoms of said cycloalkyl rings that contain at least 5 ring members may optionally and independently be replaced by an oxygen or sulfur atom or by NZ<sup>4</sup> wherein N<sup>4</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> is alkyl or benzyl; and wherein each of the foregoing R<sup>5</sup> groups is substituted with from one to four substituents wherein one to three of said substituents may be selected, independently, from chloro, C<sub>1</sub>-C<sub>6</sub> alkyl and -O(C<sub>1</sub>-C<sub>6</sub> alkyl) and one of said substituents may be selected from bromo, iodo, formyl, -CN, -CF<sub>3</sub>, -NO<sub>2</sub>, -NH<sub>2</sub>, -NH(C<sub>1</sub>-C<sub>4</sub> alkyl), -N(C<sub>1</sub>-C<sub>2</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl), -C(=O)O(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(=O)(C<sub>1</sub>-C<sub>4</sub> alkyl), -COOH, -SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>N (C<sub>1</sub>-C<sub>2</sub> alkyl) (C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>NH<sub>2</sub>, NSO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -S(C<sub>1</sub>-C<sub>6</sub> alkyl) and -SO<sub>2</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein each of the C<sub>1</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkyl, moieties in the foregoing R<sup>5</sup> groups may optionally be substituted with one or two substituents independently selected from fluoro, hydroxy, amino, methylamino, dimethylamino and acetyl; and furthermore wherein when R<sup>5</sup> is phenyl or pyridyl substituted with three substituents, said substituents can further be selected from (C<sub>1</sub>-C<sub>4</sub> alkyl)O(C<sub>1</sub>-C<sub>4</sub> alkyl), OCF<sub>3</sub> and fluoro, and one carbon-carbon single bond of each (C<sub>1</sub>-C<sub>4</sub>) alkyl group of said substituents having between two and four carbon atoms may be optionally replaced with a carbon-carbon double or triple bond; or R<sup>5</sup> is pyrimidyl substituted by three substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, -O(C<sub>1</sub>-C<sub>4</sub> alkyl), CF<sub>3</sub>, OCF<sub>3</sub>, -CHO, (C<sub>1</sub>-C<sub>4</sub> alkyl)-OH, CN, Cl, F, Br, I and NO<sub>2</sub> wherein a carbon-carbon single bond of said (C<sub>1</sub>-C<sub>4</sub>) alkyl groups

having been two and four carbon atoms may optionally be replaced by a carbon-carbon double or triple bond;

R<sup>7</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, halo, cyano, hydroxy, -O(C<sub>1</sub>-C<sub>4</sub> alkyl) -C(=O)(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(=O)O(C<sub>1</sub>-C<sub>4</sub> alkyl), -OCF<sub>3</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>-OH, -CH<sub>2</sub>O(C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>10</sup> is hydrogen, hydroxy, methoxy or fluoro;

R<sup>11</sup> is hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl; and

with the proviso that: (a) when R<sup>4</sup> is attached to nitrogen, it not halo, cyano or nitro; and (b) one of E, D and F must be nitrogen or substituted nitrogen, and only one of E, D and F can be nitrogen or substituted nitrogen;

Z is NH, oxygen, sulfur, -N(C<sub>1</sub>-C<sub>4</sub> alkyl), -NC(=O)(C<sub>1</sub>-C<sub>2</sub> alkyl) NC(-O)O(C<sub>1</sub>-C<sub>2</sub> alkyl) or CR<sup>13</sup> R<sup>14</sup> wherein R<sup>13</sup> and R<sup>14</sup> are independently selected from hydrogen, trifluoromethyl and methyl with the exception that one of R<sup>13</sup> and R<sup>14</sup> can be cyano;

or a pharmaceutically acceptable salt of such compound.

Claim 19 (Cancelled)

Claim 20 (Cancelled)

Claim 21 (Cancelled)

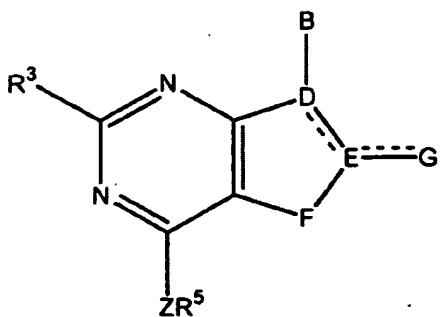
Claim 22 (Cancelled)

Claim 23 (Cancelled)

Claim 24 (Cancelled)

Claim 25 (Presently amended)

A compound of the formula



wherein the dashed lines represent optional double bonds;

B is  $-\text{NR}^1\text{R}^2$ ,  $-\text{CR}^1\text{R}^2\text{R}^{10}$ ,  $-\text{C}(\text{=CR}^2\text{R}^{11})\text{R}^1$ ,  $-\text{NHCR}^1\text{R}^2\text{R}^{10}$ ,  $-\text{OCR}^1\text{R}^2\text{R}^{10}$ ,  $-\text{SCR}^1\text{R}^2\text{R}^{10}$ ,  $\text{CR}^2\text{R}^{10}\text{NHR}^1$ ,  $-\text{CR}^2\text{R}^{10}\text{OR}^1$ ,  $-\text{CR}^2\text{R}^{10}\text{SR}^1$  or  $-\text{COR}^2$ ;

E is nitrogen, CH or carbon;

D is nitrogen and is single bonded to all atoms to which it is attached, or D is carbon and is double bonded to E, or D is CH and is single bonded to E;

F is  $\text{CHR}^4$  or  $\text{NR}^4$ ; provided that either 1) exactly one of D or E is nitrogen and F is  $\text{CHR}^4$  or 2) F is  $\text{NR}^4$  and neither D nor E is nitrogen [at least one of D and E is nitrogen or F is  $\text{NR}^4$ , and provided that only one of D and E is nitrogen and D and E are not nitrogen when F is  $\text{NR}^4$ ];

G, when single bonded to E is hydrogen,  $\text{C}_1\text{-C}_4$  alkyl,  $-\text{S}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{O}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $\text{NH}_2$ ,  $-\text{NH}(\text{C}_1\text{-C}_4 \text{ alkyl})$  or  $-\text{N}(\text{C}_1\text{-C}_2 \text{ alkyl})(\text{C}_1\text{-C}_4 \text{ alkyl})$  wherein each of the  $\text{C}_1\text{-C}_4$  alkyl groups of G may optionally be substituted by one hydroxy,  $-\text{O}(\text{C}_1\text{-C}_2 \text{ alkyl})$  or fluoro group; and G when double bonded to E is oxygen, sulfur or NH; and G, when E is nitrogen and double bonded to D, is absent;

$\text{R}^1$  is hydrogen,  $\text{C}_1\text{-C}_6$  alkyl optionally substituted with one or two substituents  $\text{R}^8$  independently selected from hydroxy, fluoro, chloro, bromo, iodo,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{CF}_3$ ,  $-\text{C}(\text{=O})\text{O}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{OC}(\text{=O})(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $\text{OC}(\text{=O})\text{N}(\text{C}_1\text{-C}_4 \text{ alkyl})(\text{C}_1\text{-C}_2 \text{ alkyl})$ ,  $-\text{NHCO}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{COOH}$ ,  $-\text{COO}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{CONH}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{CON}(\text{C}_1\text{-C}_4 \text{ alkyl})(\text{C}_1\text{-C}_2 \text{ alkyl})$ ,  $-\text{S}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{CN}$ ,  $\text{NO}_2$ ,  $-\text{SO}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{SO}_2(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{SO}_2\text{NH}(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $\text{SO}_2\text{N}(\text{C}_1\text{-C}_4 \text{ alkyl})(\text{C}_1\text{-C}_2 \text{ alkyl})$ , wherein a carbon-carbon single bond of each of the  $\text{C}_1\text{-C}_4$  alkyl groups in the foregoing  $\text{R}^1$  groups having at least two carbons may optionally be replaced with a carbon-carbon double or triple bond, and one or two carbon-carbon single bonds of each of the  $\text{C}_1\text{-C}_4$  alkyl groups in the foregoing  $\text{R}^1$  groups having four carbon atoms may optionally be replaced with a carbon-carbon double or triple bond;  $\text{R}^2$  is  $\text{C}_1\text{-C}_{12}$  alkyl wherein one carbon-carbon single bond of any said alkyl group having at least two carbons, one or two carbon-carbon single bonds of any alkyl having at least four carbons, and from one to three carbon-carbon single bonds of any said alkyl having at least six carbons may optionally be replaced with a carbon-carbon double or triple bond; or  $\text{R}^2$  is aryl or  $(\text{C}_1\text{-C}_4 \text{ alkylene})\text{aryl}$ , wherein said aryl and the aryl moiety of said  $(\text{C}_1\text{-C}_4 \text{ alkylene})\text{aryl}$  is selected from phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, pyrimidinyl, imidazolyl, furanyl, benzofuranyl, benzothiazolyl, isothiazolyl,

pyrazolyl, pyrrolyl, indolyl, pyrrolopyridyl, oxazolyl and benzoxazolyl; or R<sup>2</sup> is C<sub>3</sub>-C<sub>8</sub> cycloalkyl or (C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), wherein one or two of the carbon atoms of said cycloalkyl and the 5 to 8 membered cycloalkyl moieties of said (C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl) may optionally and independently be replaced by an oxygen or sulfur atom or by NZ<sup>2</sup> wherein Z<sup>2</sup> is selected from hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl and C<sub>1</sub>-C<sub>4</sub> alkanoyl, and wherein each of the foregoing R<sup>2</sup> groups may optionally be substituted with from one to three substituents independently selected from chloro, fluoro, hydroxy and C<sub>1</sub>-C<sub>4</sub> alkyl, or with one substituent selected from bromo, iodo, C<sub>1</sub>-C<sub>6</sub> alkoxy, -OC(=O)(C<sub>1</sub>-C<sub>6</sub> alkyl), OC(=O)N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -S(C<sub>1</sub>-C<sub>6</sub> alkyl), amino, -NH(C<sub>1</sub>-C<sub>2</sub> alkyl), -N(C<sub>1</sub>-C<sub>2</sub> alkyl)(C<sub>1</sub>-C<sub>4</sub> alkyl), -N(C<sub>1</sub>-C<sub>4</sub> alkyl)-CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -NHCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -COOH, -COO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH(C<sub>1</sub>-C<sub>4</sub> alkyl), CON(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -SH, -CN, -NO<sub>2</sub>, -SO(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl);

-NR<sup>1</sup>R<sup>2</sup> or -CR<sup>1</sup>R<sup>2</sup>R<sup>10</sup> may form a saturated 3 to 8 membered ring consisting of single bonds wherein which may optionally contain from 1 to 3 double bonds, that in the case where said ring is -CR<sup>1</sup>R<sup>2</sup>R<sup>10</sup> it is carbocyclic, subject to the proviso that when said ring consisting of single bonds, wherein, has from 5 to 8 members, one or two of the ring carbon atoms of such a 5 to 8 membered ring may optionally and independently be replaced by an oxygen or sulfur atom or by NZ<sup>3</sup> wherein Z<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl and C<sub>1</sub>-C<sub>4</sub> alkanoyl, and wherein from one to three of the single bonds of such a 3 to 8 membered ring that are carbon-carbon or carbon-nitrogen single bonds may each optionally be replaced by a double bond;

R<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, O(C<sub>1</sub>-C<sub>4</sub> alkyl), chloro, fluoro, bromo, iodo, -CN, -S(C<sub>1</sub>-C<sub>4</sub> alkyl) or -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl) wherein each of the (C<sub>1</sub>-C<sub>4</sub> alkyl) moieties in the foregoing R<sup>3</sup> groups may optionally be substituted with one substituent R<sup>9</sup> selected from hydroxy, fluoro and (C<sub>1</sub>-C<sub>2</sub> alkoxy);

each of R<sup>4</sup> is, independently hydrogen, (C<sub>1</sub>-C<sub>6</sub> alkyl), fluoro, chloro, bromo, iodo, trifluoromethyl, hydroxy, cyano, amino, nitro, -O(C<sub>1</sub>-C<sub>4</sub> alkyl), N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -S(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(=O)H or C(=O)O(C<sub>1</sub>-C<sub>4</sub> alkyl), wherein one or two of the carbon-carbon single bonds in each of the (C<sub>1</sub>-C<sub>6</sub> alkyl) and (C<sub>1</sub>-C<sub>4</sub> alkyl) moieties in the foregoing R<sup>4</sup> groups may optionally be replaced with a carbon-

carbon double or triple bond and wherein each of said ( $C_1$ - $C_6$  alkyl) and ( $C_1$ - $C_4$  alkyl) moieties may optionally be substituted with one or two substituents independently selected from hydroxy, amino,  $C_1$ - $C_3$  alkoxy, dimethylamino, methylamino, ethylamino,  $-NHC(=O)CH_3$ , fluoro, chloro,  $C_1$ - $C_3$  alkylthio,  $-CN$ ,  $-COOH$ ,  $-C(=O)O(C_1$ - $C_4$  alkyl),  $-C(=O)(C_1$ - $C_4$  alkyl) and  $NO_2$ ;

$R^5$  is phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, furanyl, benzofuranyl, benzothiazolyl, benzisothiazolyl, benzisoxazolyl, benzimidazolyl, indolyl, benzoxazolyl or  $C_3$ - $C_8$  cycloalkyl wherein one or two of the carbon atoms of said cycloalkyl rings that contain at least 5 ring members may optionally and independently be replaced by an oxygen or sulfur atom or by  $N^4$  wherein  $N^4$  is hydrogen,  $C_1$ - $C_4$  is alkyl or benzyl; and wherein each of the foregoing  $R^5$  groups is substituted with from one to four substituents wherein one to three of said substituents may be selected, independently, from chloro,  $C_1$ - $C_6$  alkyl and  $-O(C_1$ - $C_6$  alkyl) and one of said substituents may be selected from bromo, iodo, formyl,  $-CN$ ,  $-CF_3$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NH(C_1$ - $C_4$  alkyl),  $-N(C_1$ - $C_2$  alkyl)( $C_1$ - $C_6$  alkyl),  $-C(=O)O(C_1$ - $C_4$  alkyl),  $-C(=O)(C_1$ , $C_4$  alkyl),  $-COOH$ ,  $-SO_2NH(C_1$ - $C_4$  alkyl),  $-SO_2N(C_1$ , $C_2$  alkyl) ( $C_1$ - $C_4$  alkyl),  $-SO_2NH_2$ ,  $NHSO_2(C_1$ , $C_4$  alkyl),  $-S(C_1$ - $C_6$  alkyl) and  $-SO_2(C_1$ - $C_6$  alkyl), and wherein each of the  $C_1$ , $C_4$  alkyl and  $C_1$ - $C_6$  alkyl, moieties in the foregoing  $R^5$  groups may optionally be substituted with one or two substituents independently selected from fluoro, hydroxy, amino, methylamino, dimethylamino and acetyl;

$R^7$  is hydrogen,  $C_1$ , $C_4$  alkyl, halo, cyano, hydroxy,  $-O(C_1$ - $C_4$  alkyl)  $-C(=O)(C_1$ , $C_4$  alkyl),  $-C(=O)O(C_1$ - $C_4$  alkyl),  $-OCF_3$ ,  $-CF_3$ ,  $-CH_2-OH$ ,  $-CH_2O(C_1$ - $C_4$  alkyl);

$R^{10}$  is hydrogen, hydroxy, methoxy or fluoro;

$R^{11}$  is hydrogen or  $C_1$ , $C_4$  alkyl; and

with the proviso that: (a) when  $R^4$  is attached to nitrogen, it not halo, cyano or nitro; and (b) one of E, D and F must be nitrogen or substituted nitrogen, and only one of E, D and F can be nitrogen or substituted nitrogen;

$Z$  is NH, oxygen, sulfur,  $-N(C_1$ , $C_4$  alkyl),  $-NC(=O)(C_1$ , $C_2$  alkyl)  $NC(-O)O(C_1$ - $C_2$  alkyl) or  $CR^{13}R^{14}$  wherein  $R^{13}$  and  $R^{14}$  are independently selected from hydrogen, trifluoromethyl and methyl with the exception that one of  $R^{13}$  and  $R^{14}$  can be cyano;

or a pharmaceutically acceptable salt of such compound.